



St. Louis Southwestern Railway Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

7-235A181

JUL 22 1980

Date

Fee \$

4200.00

August 14, 1980

ICC Washington, D. C.

RECORDATION NO. 7653-3 Filed & Recorded

AUG 22 1980 - 2 40 PM

INTERSTATE COMMERCE COMMISSION

FEE OPERATION BR.
AUG 22 2 39 PM '80

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue
Washington, D.C. 20423

RE: ICC Finance Docket No. 27703 --- St. Louis
Southwestern Railway Company Equipment
Trust, Series D.

Dear Ms. Mergenovich:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three fully executed counterparts of Second Supplement dated as of June 2, 1980, to Equipment Trust Agreement dated as of August 1, 1974, creating St. Louis Southwestern Railway Company Equipment Trust, Series D, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of August 1, 1974, recorded on September 23, 1974, at 2:30 P.M., and was assigned Recordation No. 7653; and

First Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 P.M., assigned Recordation No. 7653-A.

In connection with the recording of the Second Supplement dated June 2, 1980, to the Equipment Trust Agreement dated August 1, 1974, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Name and address of Trustee - Lessor:

The First Pennsylvania Bank, N.A.
Fifteenth and Chestnut Streets
Philadelphia, Pennsylvania 19101

Ms. Agatha Mergenovich
August 14, 1980
Page Two

Name and address of Lessee - Guarantor:

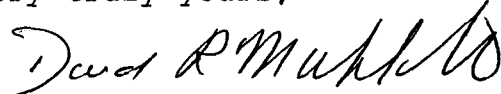
St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of Equipment Covered by Second Supplement:

<u>Cars</u>	<u>Description</u>
4	100-ton, 4650 Cu. Ft. covered hopper cars; ACF Industries, Inc., builder; lettered SSW and numbered 74603 through 74606.

When the recording of the Second Supplement to Equipment Trust Agreement has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative herewith, and return two of the same to her.

Very truly yours,



David R. Muhlitner
Assistant General Attorney

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

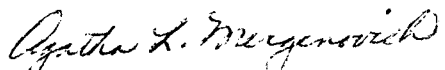
OFFICE OF THE SECRETARY

David R. Muhlitner
St. Louis Southwestern Rwy. Co.
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/22/80 at 2:40PM, and assigned re-recording number(s). 7653-B, 6941-C, 7077-B, & 7294-B.

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

7653-A
Filed 1425

DEC 14 1979 4:30 PM
INTERSTATE COMMERCE COMMISSION

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY
EQUIPMENT TRUST

SERIES NO. D

FIRST

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of December 7, 1979

FIRST PENNSYLVANIA BANK, N.A.

TO

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the seventh day of December, 1979, between First Pennsylvania Bank, N.A., (formerly The First Pennsylvania Banking and Trust Company), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and St. Louis Southwestern Railway Company, a corporation duly organized and existing under the laws of the State of Missouri (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of August 1, 1974, there was constituted the St. Louis Southwestern Railway Company Equipment Trust, Series No. D (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to St. Louis Southwestern Railway Company; and

WHEREAS, pursuant to the provisions of said Equipment Trust, the Company has deposited with the Trustee an amount in cash equal to the fair value of Trust Equipment (all equipment described in and referred to in said Equipment Trust being therein referred to as "Trust Equipment") destroyed as provided in said Equipment Trust; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as

provided in the Equipment Trust, of the railroad equipment destroyed;
and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of One Dollar to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of St. Louis Southwestern Railway Company Trust, Series No. D , the railroad equipment hereinafter described, to wit:

12

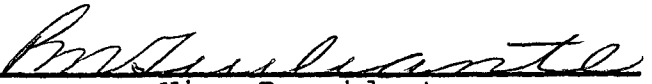
100-ton, 4650 cu.ft. covered hopper cars; ACF Industries, Inc., builder; lettered SSW and numbered 70371 through 70382.

TO HAVE AND TO HOLD, as a part of the Trust Equipment, subject to all the terms and conditions of the Equipment Trust.

This Supplement may be simultaneously executed in several counterparts, each of which, so executed, shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

FIRST PENNSYLVANIA BANK, N.A.
Trustee

By 
~~Vice President~~


P. M. GIULIANTE
SENIOR CORPORATE TRUST OFFICER
& ASSISTANT SECRETARY

Attest:

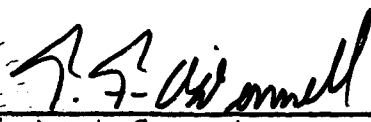

Assistant Secretary

T. A. O'CONNELL
ASSISTANT SECRETARY

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

By 
Treasurer

Attest:


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
City and County of Philadelphia)

On this 13th day of December, 1979, before me personally appeared F. M. GIULIANTE, to me personally known, who, being by me duly sworn, says that *SK Corp. Officer* ~~she is Vice President of~~ First Pennsylvania Bank, N.A.; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and ~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynn M. Attanasio

LYNN M. ATTARIAN
Notary Public, Phila., Phila. Co.
My Commission Expires May 3, 1982

STATE OF CALIFORNIA

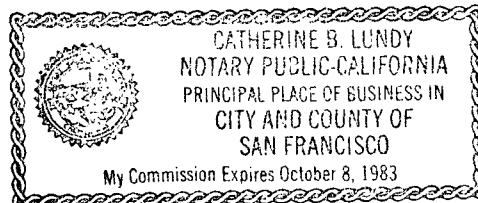
City and County of San Francisco

)
)
)

ss.

On this 7th day of December, 1979, before me personally appeared E. F. GRADY, to me personally known, who, being by me duly sworn, says that he is Treasurer of St. Louis Southwestern Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Catherine B. Lundy



RECORDATION NO. 7653-8 Filed & Recorded

AUG 22 1980 -2 40 PM

INTERSTATE COMMERCE COMMISSION

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY
EQUIPMENT TRUST

SERIES NO. D

SECOND
SUPPLEMENT TO EQUIPMENT TRUST

Dated as of June 2, 1980

FIRST PENNSYLVANIA BANK, N.A.
TO
ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the second day of June, 1980, between First Pennsylvania Bank, N.A. (formerly The First Pennsylvania Banking and Trust Company), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and St. Louis Southwestern Railway Company, a corporation duly organized and existing under the laws of the State of Missouri (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of August 1, 1974, there was constituted the St. Louis Southwestern Railway Company Equipment Trust, Series No. D (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to St. Louis Southwestern Railway Company; and

WHEREAS, pursuant to the provisions of said Equipment Trust, the Company has deposited with the Trustee an amount in cash equal to the fair value of Trust Equipment (all equipment described in and referred to in said Equipment Trust being therein referred to as "Trust Equipment") destroyed as provided in said Equipment Trust; and

WHEREAS the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the railroad equipment destroyed; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of One Dollar to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept, and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of St. Louis Southwestern Railway Company Trust, Series No. D, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
4	100-ton, 4,650 cu. ft. covered hopper cars; ACF Industries, Inc., builder; lettered SSW and numbered 74603 through 74606.

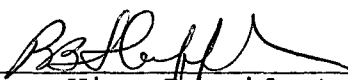
TO HAVE AND TO HOLD, as a part of the Trust Equipment, subject to all the terms and conditions of the Equipment Trust.

This Supplement may be simultaneously executed in several counterparts, each of which, so executed, shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

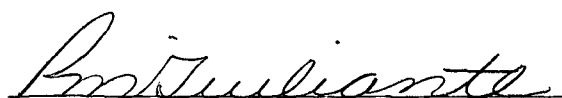
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company,

pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

FIRST PENNSYLVANIA BANK, N.A.
Trustee

By 
Vice President
PETER B. SHREFFLER
VICE PRESIDENT

Attest:


Assistant Secretary
P. F. McNamee
RESIDENT SECRETARY

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

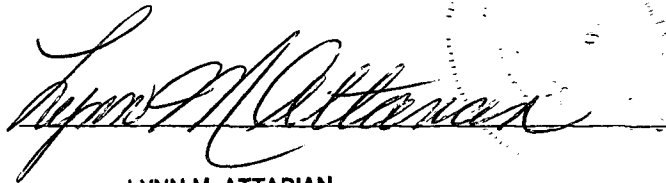
By 
Treasurer

Attest:


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
City and County of Philadelphia)

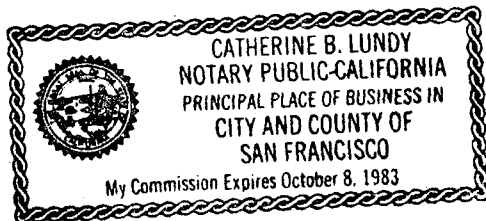
On this 21st day of Aug, 1980, before me personally
appeared P. B. Shreffler, to me personally
known, who, being by me duly sworn, says that ~~he~~ is Vice
Pres of First Pennsylvania Bank, N.A.; that one of the seals
affixed to the foregoing instrument is the corporate seal of said
corporation; and that said instrument was signed and sealed on
behalf of said corporation by authority of its Board of Directors,
and ~~he~~ acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.



LYNN M. ATTARIAN
Notary Public, Phila., Phila. Co.
My Commission Expires May 3, 1982

STATE OF CALIFORNIA)
) ss.
City and County of San Francisco)

On this 20th day of June, 1980, before me personally appeared E. F. GRADY, to me personally known, who, being by me duly sworn, says that he is Treasurer of St. Louis Southwestern Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Catherine B. Lundy